

DEC 20 3 42 PM '02

FULL POWER OF ATTORNEY

BK 97 PG 94
W.E. DAVIS CH. CLK.

I, Elizabeth Shannon Magness, the undersigned, of Post Office Box 205, Southaven, MS 38671, do hereby confer full power of attorney to Gloria A. Gilless of Post Office Box 205, Southaven, MS 38671, as true and lawful attorney-in-fact ("Agent") for me and in my name, place and stead, and on my behalf, and for my use and benefit, regarding the powers and discretion described below.

If Gloria A. Gilless is unable to serve for any reason, I appoint Alvin E. Gilless, Sr., of Post Office Box 205, Southaven, MS 38671, as my alternate or successor Agent, as the case may be to serve with the same powers and discretion.

I hereby revoke any and all general powers of attorney and special powers of attorney that previously have been signed by me. However, the preceding sentence shall not have the effect of revoking any powers of attorney that are directly related to my health care that previously have been signed by me.

My Agent shall have full power and authority to act on my behalf. This power and authority shall authorize my Agent to manage and conduct all of my affairs and to exercise all of my legal rights and powers, including all rights and powers that I may acquire in the future. My Agent's powers shall include, but not be limited to, the power sign on my behalf, all documents related to the estate of my father, John Paul Magness, and to:

1. Ask, demand, litigate, recover, and receive all manner of goods, chattels, debts, rents, interest, sums of money and demands whatsoever, due or hereafter to become due and owing, or belonging to me, and to make, give and execute acquaintances, receipts, satisfactions or other discharges for the same, whether under seal or otherwise;
2. Make, execute, endorse, accept and deliver in my name or in the name of my aforesaid attorney all checks, notes, drafts, warrants, acknowledgments, agreements and all other instruments in writing, of whatever nature, as to my said attorney-in-fact may seem necessary to conserve my interests;
3. Execute, acknowledge and deliver any and all contracts, debts, leases, assignments of mortgage, extensions of mortgage, satisfactions of mortgage, releases of mortgage, subordination agreements and any other instrument or agreement of any kind or nature whatsoever, in connection therewith, and affecting any and all property presently mine or hereafter acquired, located anywhere, which to my said attorney-in-fact may seem necessary or advantageous for my interests;
4. Enter into and take possession of any lands, real estate, tenements, houses, stores or



buildings, or parts thereof, belonging to me that may become vacant or unoccupied, or to the possession of which I may be or may become entitled, and to receive and take for me and in my name and to my use all or any rents, profits or issues of any real estate to me belonging, and to let the same in such manner as to my attorney shall seem necessary and proper, and from time to time to renew leases;

5. Commence, and prosecute on my behalf, any suits or actions or other legal or equitable proceedings for the recovery of any of my lands or for any goods, chattels, debts, duties, and to demand cause or thing whatsoever, due or to become due or belonging to me, and to prosecute, maintain and discontinue the same, if he or she shall deem proper;

6. Take all steps and remedies necessary and proper for the conduct and management of my business affairs, and for the recovery, receiving, obtaining and holding possession of any lands, tenements, rents or real estate, goods and chattels, debts, interest, demands, duties, sum or sums of money or any other thing whatsoever, located anywhere, that is, are or shall be, by my said attorney-in-fact, thought to be due, owing, belonging to or payable to me in my own right or otherwise;

7. Appear, answer and defend in all actions and suits whatsoever that shall be commenced against me and also for me and in my name to compromise, settle and adjust, with each and every person or persons, all actions, accounts, dues and demands, subsisting or to subsist between me and them or any of them, and in such manner as my said attorney-in-fact shall think proper; hereby giving to my said attorney power and authority to do, execute and perform and finish for me and in my name all those things that shall be expedient and necessary, or which my said attorney shall judge expedient and necessary in and about or concerning the premises, or any of them, as fully as I could do if personally present, hereby ratifying and confirming whatever my said attorney shall do or cause to be done in, about or concerning the premises and any part thereof.

8. Open, maintain or close bank accounts (including, but not limited to, checking accounts, savings accounts, and certificates of deposit), brokerage accounts, retirement plan accounts, and other similar accounts with financial institutions.

- a. Conduct any business with any banking or financial institution with respect to any of my accounts, including, but not limited to, making deposits and withdrawals, negotiating or endorsing any checks or other instruments with respect to any such accounts, obtaining bank statements, passbooks, drafts, money orders, warrants, and certificates or vouchers payable to me by any person, firm, corporation or political entity.
- b. Perform any act necessary to deposit, negotiate, sell or transfer any note, security, or draft of the United States of America, including U.S. Treasury Securities.



- c. Have access to any safe deposit box that I might own, including its contents.
9. Sell, exchange, buy, invest, or reinvest any assets or property owned by me. Such assets or property may include income producing or non-income producing assets and property.
10. Purchase and/or maintain insurance and annuity contracts, including life insurance upon my life or the life of any other appropriate person.
11. Take any and all legal steps necessary to collect any amount or debt owed to me, or to settle any claim, whether made against me or asserted on my behalf against any other person or entity.
12. Enter into binding contracts on my behalf.
13. Exercise all stock rights on my behalf my proxy, including all rights with respect to stocks, bonds, debentures, commodities, options or other investments.
14. Employ professional and business assistance as may be appropriate, 'including attorneys, accountants, and real estate agents.
15. Sell, convey, lease, mortgage, manage, insure, improve, repair, or perform any other act with respect to any of my property (now owned or later acquired) including, but not limited to, real estate and real estate rights (including the right to remove tenants and to recover possession). This includes the right to sell or encumber my property located at:

2165 Clifton Road
Hernando, MS 38632

Being more particularly described as:

7.0 acres lot in part of Section 34, Township 3 South, Range 8 West, DeSoto County, Mississippi, described as follows: Beginning at a point in the centerline of Clifton Road, said point being a point 621.38 feet west of the northeast corner of Section 34, Township 3 South, Range 8 West, said point being the northwest corner of the Hyman lot; thence south 40 feet along the west line of the Hindmon lot to the true point of beginning of the following lot; thence south 6 degrees 38 minutes east 675.0 feet along the west line of the Hindmon lot to a point; thence south 83 degrees 2 minutes west 365.76 feet to a point in an existing fence; thence north 20 degrees 59 minutes west 695.0 feet along said fence to a point in the south line of Clifton Road (80 feet wide); thence north 82 degrees 58 minutes east 538.02 feet to the point of beginning and containing 7.0 acres, more or less. All bearings are



magnetic. Per survey of J.F. Lauderdale, LS, dated 11/6/92.

16. Prepare, sign, and file documents with any governmental body or agency, including, but not limited to, authorization to:

- a. Prepare, sign and file income and other tax returns with federal, state, local, and other governmental bodies.
- b. Obtain information or documents from any government or its agencies, and represent me in all tax matters, including the authority to negotiate, compromise, or settle any matter with such government or agency.
- c. Prepare applications, provide information, and perform any other act reasonably requested by any government or its agencies in connection with governmental benefits (including medical, military and social security benefits), and to appoint anyone, including my Agent, to act as my "Representative Payee" for the purpose of receiving Social Security benefits.

17. Make gifts from my assets to members of my family and to such other persons or charitable organizations with whom I have an established pattern of giving, to file state and federal gift tax returns, and to file a tax election to split gifts with my spouse, if any.

However, my Agent shall be prohibited, except as specifically authorized in this instrument, from (a) gifting, appointing, assigning or designating any of my assets, interests or rights, directly or indirectly, to my Agent, my Agent's estate or creditors, or the creditors of my Agent's estate, (b) exercising any powers of appointment I may hold in favor of my Agent, my Agent's estate or creditors, or the creditors of my Agent's estate, or (c) using my assets to discharge any of my Agent's legal obligations, including any obligations of support which my Agent may owe to others, excluding those whom I am legally obligated to support.

18. Subject to other provisions of this document, I disclaim any interest which might otherwise be transferred or distributed to me from any other person, estate, trust, or other entity, as may be appropriate. However, my Agent may not disclaim assets to which I would be entitled, if the result is that the disclaimed assets pass directly or indirectly to my Agent or my Agent's estate.

This Power of Attorney shall be construed broadly as a General Power of Attorney. The listing of specific powers is not intended to limit or restrict the general power, granted in this Power of Attorney in any manner.

Any power or authority granted to my Agent under this document shall be limited to



the extent necessary to prevent this Power of Attorney from causing: (i) my Income to be taxable to my Agent, (ii) my assets to be subject to a general power of appointment by my Agent, or (iii) my Agent to have any incidents of ownership with respect to any life insurance policies that I may own on the life of my Agent.

My Agent shall not be liable for any loss that results from a judgment error that was made in good faith. However, my Agent shall be liable for willful misconduct or the failure to act in good faith while acting under the authority of this Power of Attorney. A successor Agent shall not be liable for acts of a prior Agent.

No person who relies in good faith on the authority of my Agent under this instrument shall incur any liability to me, my estate or my personal representative. I authorize my Agent to indemnify and hold harmless any third party who accepts and acts under this document.

If any part of any provision of this instrument shall be invalid or unenforceable under applicable law, such part shall be ineffective to the extent of such invalidity only, without in any way affecting the remaining parts of such provision or the remaining provisions of this instrument.

My Agent shall be entitled to reasonable compensation for any services provided as my Agent. My Agent shall be entitled to reimbursement of all reasonable expenses incurred as a result of carrying out any provision of this Power of Attorney.

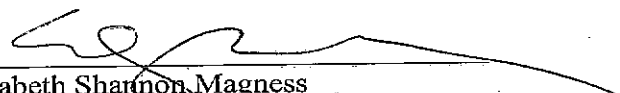
My Agent shall provide an accounting for all funds handled and all acts performed as my Agent, but only if I so request or if such a request is made by any authorized personal representative or fiduciary acting on my behalf.

This Power of Attorney shall become effective immediately. This power of attorney is intended to comply with M.C.A. Sections 87-3-101 *et seq.*, Uniform Durable Power of Attorney Act, and this **power of attorney** shall not be affected by subsequent disability or incapacity of the principal, or lapse of time. This Power of Attorney shall continue effective until my death. This Power of Attorney may not be revoked prior to December 31, 2003, and after such date it may be revoked by me at any time by providing written notice to my Agent and Kevin O'Brien, Attorney, by first class mail, postage pre-paid at O'Brien Law Firm, LLC, 7090 Malco Blvd., Suite 110, Southaven, MS 38671.

I, Elizabeth Shannon Magness, whose name is signed to the foregoing instrument, having been duly qualified according to the law, do hereby acknowledge that I signed and executed this power of attorney; that I am of sound mind; that I am eighteen (18) years of age or older; that I signed it willingly and am under no constraint or undue influence; and that I signed it as my free and voluntary act for the purpose therein expressed.



Dated December 13, 2002, at Southaven, Mississippi.

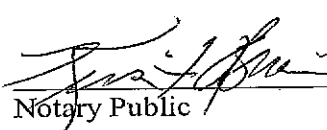

Elizabeth Shannon Magness

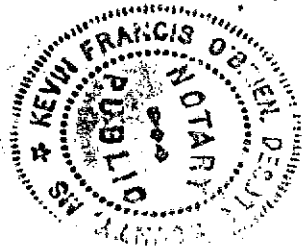
STATE OF MISSISSIPPI)
COUNTY OF DE SOTO)

Personally appeared before me, the undersigned authority in and for the said County and State, on this 13th day of December, 2002, within my jurisdiction, the within named, Elizabeth Shannon Magness, who acknowledged that she executed the above instrument for the purposes described therein.

My commission expires.

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 7, 2006
BONDED THRU STEGALL NOTARY SERVICE


Notary Public



Prepared by and return to:

O'BRIEN LAW FIRM, LLC
7090 MALCO BLVD., SUITE 110
SOUTHAVEN, MS 38671
(662) 349-3339

